

Table of Contents

CHAPTER 1. CONTRACTS GENERALLY

- § 1:2 The Georgia Code and the definition of a contract
- § 1:6 Article 2 of the UCC—Scope
- § 1:7 The UCC definition of a contract
- § 1:9 Choice of law
- § 1:10 Forum selection clauses
- § 1:11 Venue selection clauses
- § 1:12 Arbitration clauses
- § 1:13 Appraisal clauses

CHAPTER 2. PARTIES

- § 2:1 Capacity to contract
- § 2:2 Minors' contracts
- § 2:3 Contracts by agents—Authority
- § 2:4 Contracts by agents—Disclosure of agency
- § 2:5 Contracts by agents—The equal dignity rule
- § 2:6 Contracts by corporations
- § 2:7 Contract by party using fictitious or trade name
- § 2:8 Contracts by and with attorneys at law
- § 2:12 Third-party beneficiaries
- § 2:13 Assignment and delegation
- § 2:14 Delegation
- § 2:16 Assumption of contract by non-party *[New]*

CHAPTER 3. OFFER, ACCEPTANCE, AND THEIR NEGATION

A. OFFER AND ACCEPTANCE—GENERALLY

- § 3:1 Offer
- § 3:2 Assent—Generally
- § 3:3 Assent—Acceptance of offer
- § 3:3.50 Assent—Proving and disproving *[New]*
- § 3:4 Signature and delivery
- § 3:5 Proof of lost original signature
- § 3:6 Electronic transactions
- § 3:7 Options and rights of first refusal
- § 3:8 Merger (integration) and merger clauses
- § 3:11 Contract formation under the UCC—Generally
- § 3:12 Contract formation under the UCC—Conduct
- § 3:13 Contract formation under the UCC—Elimination of the mirror image rule

- § 3:14 Contract formation under the UCC—Essential terms and “gap-fillers”

B. NEGATION OF CONTRACTUAL INTENT

- § 3:17 Undue influence
- § 3:18 Unconscionability—Common law and UCC
- § 3:20 Fraud in the inducement—Generally
- § 3:21 Fraud in the inducement—Remedies, election, waiver, and merger
- § 3:23 Duty to read
- § 3:24 Mistake and its consequences

CHAPTER 4. CONSIDERATION

- § 4:1 Consideration—Generally
- § 4:2 Consideration—Good and valuable
- § 4:3 Consideration—Mutual promises and the preexisting duty rule
- § 4:4 Consideration—Forbearance
- § 4:5 Consideration—Performance
- § 4:13 Failure of consideration
- § 4:14 Promissory estoppel

CHAPTER 5. AGREEMENT, IMPLIED TERMS, AND IMPLIED CONTRACTS

- § 5:1 Certainty
- § 5:4 Conditions precedent and subsequent
- § 5:5 Implied terms and duties—Generally
- § 5:6 Good faith and fair dealing—Generally
- § 5:8 Good faith and breach
- § 5:9 Good faith—Issues of pleading and proof
- § 5:10 Good faith under the UCC
- § 5:11 Implied contracts
- § 5:13 Implied contracts—Attorney contracts
- § 5:14 Implied contracts—Real estate brokers and agents

CHAPTER 6. STATUTE OF FRAUDS

- § 6:1 Statute of frauds—Generally
- § 6:3 Statute of frauds—Promise to answer for debt of another
- § 6:4 Statute of frauds—Contracts for land
- § 6:5 Statute of frauds—Agreement not to be performed within year
- § 6:7 Statute of frauds—Loan commitments
- § 6:8 Statute of frauds—Exceptions for performance
- § 6:9 Statute of frauds—Waiver and estoppel
- § 6:10 Statute of frauds—UCC

CHAPTER 7. ILLEGAL CONTRACTS

- § 7:1 Illegality—Generally
- § 7:2 Examples of contracts deemed illegal—In general
- § 7:3 Gambling contracts
- § 7:4 Contractual limitation of remedies (exculpatory clauses)

TABLE OF CONTENTS

- § 7:5 Consequences of illegality
- § 7:5.50 Parties not in *pari delicto* [New]
- § 7:6 Partial illegality and severability

CHAPTER 8. EMPLOYMENT CONTRACTS AND COVENANTS IN RESTRAINT OF TRADE

- § 8:1 Employment contracts—Generally
- § 8:2 Covenants in restraint of trade—Generally
- § 8:3 The 2011 restrictive covenant statute
- § 8:4 Covenants—Former law—Generally
- § 8:5 Covenants—Former law—Level of scrutiny
- § 8:6 Covenants—Blue penciling and severability
- § 8:7 Covenants—Non-compete
- § 8:8 Covenants—Non-solicitation of customers
- § 8:9 Covenants—Nondisclosure
- § 8:10 Covenants—No-hire and anti-pirating
- § 8:12 Covenants—Procedure for enforcement

CHAPTER 9. INTERPRETATION OF CONTRACTS

- § 9:1 Contract construction and interpretation—Role of the court
- § 9:2 Statutory rules of construction
- § 9:3 Non-statutory rules of contract construction
- § 9:4 Interpretation—Custom of business or trade
- § 9:5 Course of dealing and usage of trade under the UCC
- § 9:8 Parol evidence
- § 9:9 Parol evidence under the UCC
- § 9:10 Forfeitures
- § 9:11 Contract construction—Summary judgment
- § 9:12 Expert testimony

CHAPTER 10. WAIVER, MODIFICATION, AND RELATED MATTERS

- § 10:1 Waiver of contract rights
- § 10:2 Modification
- § 10:3 Mutual temporary disregard of contract
- § 10:5 Abandonment
- § 10:8 Termination provisions
- § 10:10 Novation
- § 10:12 Accord and satisfaction—Checks
- § 10:14 Accord and satisfaction—Effect
- § 10:16 Payment
- § 10:18 Voluntary payment doctrine
- § 10:19 Renewal
- § 10:20 Estoppels

CHAPTER 11. PERFORMANCE AND BREACH

- § 11:1 Performance—Generally
- § 11:2 Performance—Time
- § 11:4 Impossibility of performance
- § 11:5 Anticipatory repudiation/breach
- § 11:7 Breach of contract—Generally
- § 11:8 Breach of contract and tort
- § 11:9 Excuse for nonperformance—conduct of opposite party
- § 11:10 Excuse for nonperformance—UCC
- § 11:11 Identification of goods and title under the UCC
- § 11:12 Rejection, acceptance, cure, and revocation of acceptance under the UCC

CHAPTER 12. ACTIONS AND DAMAGES

A. ACTIONS ON CONTRACTS

- § 12:1 Actions on contracts—Generally
- § 12:2 Actions—Parties
- § 12:4 Setoff, recoupment, and counterclaims
- § 12:5 Open accounts and accounts stated
- § 12:6 Quantum meruit (actions on implied contract)
- § 12:7 Money had and received
- § 12:8 Unjust enrichment
- § 12:9 Specific performance—Generally
- § 12:10 Specific performance and damages
- § 12:11 Tender of payment
- § 12:13 Rescission—Generally
- § 12:14 Rescission for fraud
- § 12:15 Rescission for nonperformance
- § 12:16 Rescission—The tender requirement
- § 12:17 Declaratory judgment actions
- § 12:18 Reformation
- § 12:19 Limitations of actions—Generally
- § 12:20 Limitation of actions—Commencement of period

B. DAMAGES

- § 12:21 Actual damages—Generally
- § 12:23 Necessary expenses as damages
- § 12:24 Lost profits
- § 12:25 Nominal damages
- § 12:26 Punitive damages
- § 12:27 Liquidated and unliquidated damages
- § 12:28 Liquidated damages provisions
- § 12:30 Mitigation of damages
- § 12:31 Contractual provisions for attorney fees—Generally
- § 12:32 Contractual provisions for attorney's fees—O.C.G.A. § 13-1-11
- § 12:33 Statutory attorney fees—O.C.G.A. § 13-6-11—Generally
- § 12:34 Statutory attorney's fees—O.C.G.A. § 13-6-11—Bad faith

TABLE OF CONTENTS

§ 12:36 Statutory attorney's fees—O.C.G.A. § 13-6-11—Procedural issues

§ 12:37 Interest as damages

C. REMEDIES UNDER THE UCC

§ 12:38 Remedies under the UCC—Generally

CHAPTER 12A. SETTLEMENT AGREEMENTS *[New]*

§ 12A:1 Definition; requisites

§ 12A:2 Authority of counsel to settle on behalf of party

§ 12A:3 Offer and acceptance

§ 12A:4 Certainty

§ 12A:5 Consideration

§ 12A:6 Statute of frauds

§ 12A:7 Enforcement

CHAPTER 13. WARRANTIES

§ 13:3 Express warranties—UCC

§ 13:4 Implied warranty of merchantability

§ 13:5 Implied warranty of fitness for a particular purpose

§ 13:8 Warranties—Privity under the UCC

§ 13:9 Disclaiming warranties—UCC

Table of Laws and Rules

Table of Cases

Index